

United States Bankruptcy Court

Eastern District of Virginia (Richmond Division)

In re **Circuit City Stores, Inc., et al.** Case Nos. **08-35653 (KRH)**  
**Jointly Administered**

**TRANSFER OF CLAIM OTHER THAN FOR SECURITY**

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001(c)(2), Fed. R. Bankr. P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

MARBLEGATE SPECIAL  
OPPORTUNITIES MASTER  
FUND LP

INNERWORKINGS INC.

\_\_\_\_\_  
Name of Transferee

\_\_\_\_\_  
Name of Transferor

Court Claim #: 1225

Amount of Claim: \$1,009,284.17

Name and Address where notices to transferee  
should be sent:

Marblegate Asset Management  
150 East 52nd Street, 10th Floor  
New York, NY 10022

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

MARBLEGATE SPECIAL OPPORTUNITIES MASTER FUND LP

By: \_\_\_\_\_

Date: \_\_\_\_\_

*Andrew M. [Signature]*  
Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 & 3571

EVIDENCE OF TRANSFER OF CLAIM

Exhibit B

TO: United States Bankruptcy Court ("Bankruptcy Court")  
Eastern District of Virginia (Richmond Division)  
1100 East Main Street  
Richmond, VA 23219  
Attn: Clerk

AND TO: CIRCUIT CITY STORES, INC. ("Debtor")  
Case No. 08-35653 (KRH) ("Case")

Claim # 1225

INNERWORKINGS INC, its successors and assigns ("Seller"), for good and valuable consideration the receipt and sufficiency of which is hereby acknowledged, does hereby unconditionally and irrevocably sell, transfer and assign unto:

MARBLEGATE SPECIAL OPPORTUNITIES MASTER FUND LP  
153 East 53<sup>rd</sup> Street, 22<sup>nd</sup> Floor  
New York, NY 10022


its successors and assigns ("Buyer"), all rights, title and interest in and to Seller's administrative expense claim pursuant to 11 U.S.C. § 503 (b) (9) in the principal amount of \$1,009,284.17 ("Claim") against the Debtor in the Case.

Seller hereby waives any objection to the transfer of the Claim to Buyer on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Seller acknowledges, understands and agrees, and hereby stipulates that an order of the Bankruptcy Court may be entered without further notice to Seller transferring to Buyer the Claim and recognizing the Buyer as the sole owner and holder of the Claim.

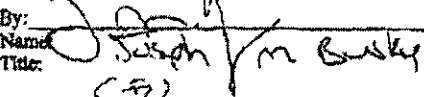
You are hereby directed to make all future payments and distributions, and to give all notices and other communications, in respect of the Claim to Buyer.

IN WITNESS WHEREOF, the undersigned has duly executed this Evidence of Transfer of Claim by its duly authorized representative dated 3/24, 2009.

MARBLEGATE SPECIAL OPPORTUNITIES MASTER FUND LP

By:   
Name: Andrew M. Jones  
Title: Managing Partner

INNERWORKINGS INC

By:   
Name: Joseph M. Burke  
Title: CEO

KRAMER LEVIN NAFTALIS & FRANKEL LLP  
1177 AVENUE OF THE AMERICAS  
NEW YORK, N.Y. 10036

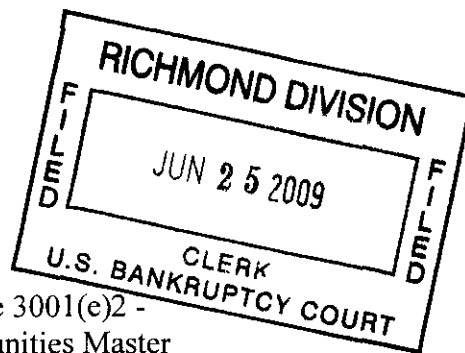
TRACEY SATZ  
TEL (212) 715-7647  
FAX (212) 715-8209  
tsatz@kramerlevin.com

47, AVENUE HOCHÉ  
75008 PARIS  
FRANCE

June 24, 2009

VIA FEDERAL EXPRESS:

U.S. Bankruptcy Court  
701 East Broad Street  
Richmond, VA  
23219-1888  
Attn: Circuit City Stores, Inc. Filings



Re: Transfer of Allowed Claim pursuant to FRBP Rule 3001(e)2 -  
InnerWorkings Inc. to Marblegate Special Opportunities Master  
Fund LP

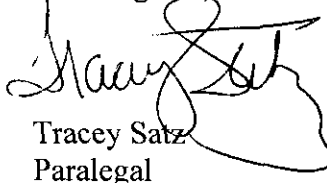
Dear Clerk of the Court:

Enclosed for processing is the following transfer of claim pursuant to rule 3001(e) 2:

Transferor	Transferee	Allowed Claim Number	Amount Transferred
InnerWorkings Inc.	Marblegate Special Opportunities Master Fund LP	1225	\$1,009,284.17

I have enclosed an additional copy of the filing and a pre-paid Fedex envelope with the return slip already filled out. Can you please return a copy of the transfer stamped "Filed" once the transfer is put on the docket? If you have any questions I can be reached at the number above.

Best Regards,

  
Tracey Satz  
Paralegal